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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: THE THREE AMIGOS PRODUCTION CO., INC.

AUDIT NUMBER.....H96000016313

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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4-822-3708 11/19/98 14:38 Fl. Dept. of State pl /1

PAGE:02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: THE THREE AMIGOS PRODUCTION CO., INC.
REF: W96000024497

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FAX Aud. #: H96000016313
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H96000016313

**ARTICLES OF INCORPORATION
OF
THE THREE AMIGOS PRODUCTION CO., INC.**

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **THE THREE AMIGOS PRODUCTION CO., INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 201 SW 10TH ST., POMPANO BEACH, FL 33060 and the name of its initial registered agent at such address is **FRANK RUSSO**.

6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:

FRANK RUSSO, 115 NEWTOWN ROAD, PLAINVIEW, NY 11803

7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 11/18/96


ROBERT ARATINGI
Sole Incorporator

BlumbergExcelsior
62 White St
New York, Ny 10013
212-431-5000

H96000016313

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of THE THREE AMIGOS PRODUCTION CO., INC. , the within named corporation.

Dated:

NOV 19 1996



FRANK RUSSO
FRANK RUSSO

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